

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**ORDER GRANTING DEBTORS' FIFTY-SEVENTH OMNIBUS OBJECTION
TO CLAIMS ((A) REDESIGNATE, RECLASSIFY, REDUCE AND ALLOW CLAIMS;
(B) RECLASSIFY CLAIMS; (C) REDESIGNATE AND ALLOW CLAIMS; AND
(D) REDESIGNATE, REDUCE AND ALLOW CLAIMS)**

Upon the fifty-seventh omnibus objection to claims, dated December 13, 2013 (the "Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), modifying and/or allowing (i) the Redesignate, Reclassify, Reduce and Allow Claim, (ii) the Reclassify Claims, (iii) the Redesignate and Allow Claims, and (iv) the Redesignate, Reduce and Allow Claims, all as more fully described in the Objection; and it appearing that this Court has jurisdiction to consider the Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be provided; and

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

upon consideration of the Objection and the *Declaration of Deanna Horst in Support of the Debtors' Fifty-Seventh Omnibus Claims Objection ((A) Redesignate, Reclassify, Reduce and Allow Claims; (B) Reclassify Claims; (C) Redesignate and Allow Claims; and (D) Redesignate, Reduce and Allow Claims)*, annexed to the Objection as Exhibit 1; and the Court having found and determined that the relief sought in the Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claim listed on Exhibit A attached hereto (the “Redesignate, Reclassify, Reduce and Allow Claim”) is redesignated, reclassified, reduced and allowed in the amount and priority set forth on Exhibit A under the column heading “*Modified Claim Amount*” against the Debtor set forth on Exhibit A under the column heading “*Modified Debtor Name*”, and any asserted amounts in excess of the reduced amount are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors’ claims and noticing agent (“KCC”), is directed to allow the Redesignate, Reclassify, Reduce and Allow Claim in the amount and priority set forth on Exhibit A under the column heading “*Modified Claim Amount*” against the Debtor set forth on Exhibit A under the column heading “*Modified Debtor Name*” and to disallow and expunge any asserted amounts in excess of the reduced amount; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each claim listed on **Exhibit B** attached hereto (collectively, the “Reclassify Claims”) is reclassified as set forth on **Exhibit B** under the column heading “*Modified Claim Amount*” and Claim No. 722 filed by the Commissioner of Accounts, City of Petersburg is allowed in the amount and priority set forth under the column heading “*Modified Claim Amount*”; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of the Frazier Claim listed on **Exhibit B**, and all rights to object on any basis are expressly reserved with respect to the Frazier Claim; and it is further

ORDERED that KCC is directed to reclassify the Reclassify Claims as set forth on **Exhibit B** under the column heading “*Modified Claim Amount*”; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each claim listed on **Exhibit C** attached hereto (collectively, the “Redesignate and Allow Claims”) is redesignated against the Debtor set forth on **Exhibit C** under the column heading “*Modified Debtor Name*” and allowed in the amount and priority set forth on **Exhibit C** under the column heading “*Claim Amount*”; and it is further

ORDERED that KCC is directed to allow the Redesignate and Allow Claims in the amount and priority set forth on **Exhibit C** under the column heading “*Claim Amount*” against the Debtor set forth on **Exhibit C** under the column heading “*Modified Debtor Name*”; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each claim listed on **Exhibit D** attached hereto (collectively, the “Redesignate, Reduce and Allow Claims”) is redesignated, reduced and allowed in the amount and priority set forth on **Exhibit D** under the column heading “*Modified Claim Amount*” against the Debtor set forth on **Exhibit D** under the

column heading “*Modified Debtor Name*”, and any asserted amounts in excess of the reduced amount are disallowed and expunged; and it is further

ORDERED that KCC is directed to allow the Redesignate, Reduce and Allow Claims in the amount and priority set forth on **Exhibit D** under the column heading “*Modified Claim Amount*” against the Debtor set forth on **Exhibit D** under the column heading “*Modified Debtor Name*”, and to disallow and expunge any asserted amounts in excess of the reduced amount; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order shall be a final order with respect to each of the Claims identified on **Exhibits A, B, C, and D** attached hereto, as if each such Claim had been individually objected to; and it is further

ORDERED that the Debtors’ and all parties in interests’ rights to object on any basis are expressly reserved with respect to any claim that is not listed on **Exhibits A, B, C, and D** attached hereto; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: February 3, 2014
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

Redesignate, Reclassify, Reduce and Allow Claim

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SEVENTH OMNIBUS OBJECTION - MODIFY - REDESIGNATE, RECLASSIFY, REDUCE AND ALLOW CLAIMS (NON-BORROWER CLAIMS)

1					Asserted	Asserted Case Number				
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Debtor Name		Modified Claim Amount	Modified Debtor Name	Modified Case Number	Reason for Modification
	McDowell Riga Posternock c/o Joseph F. Riga, Esq. McCabe, Weisberg & Conway 123 S. Broad St., Ste. 1400 Philadelphia, PA 19109	4561	11/13/2012	\$35,675.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$30,000.00 General Unsecured	GMAC Mortgage, LLC	12-12032	The Debtors' objection to this claim has been settled by the parties as set forth in the columns entitled "Modified Claim Amount" and "Modified Debtor Name".

Exhibit B

Reclassify Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SEVENTH OMNIBUS OBJECTION - MODIFY - RECLASSIFY CLAIMS (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Modified Claim Amount
1	COMMISSIONER OF ACCOUNTS CITY OF PETERSBURG C/O CHARLES BASK 43 RIVES ROAD PETERSBURG, VA 23805	722	09/24/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$282.00 Priority \$0.00 General Unsecured	ETS of Virginia, Inc.	12-12026	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$282.00 General Unsecured
2	Traci Frazier 2300 Boca Raton Mesquite, TX 75150	751	09/25/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$9,862.12 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$9,862.12 General Unsecured

Exhibit C

Redesignate and Allow Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SEVENTH OMNIBUS OBJECTION - MODIFY - REDESIGNATE AND ALLOW CLAIMS (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Modified Debtor Name	Modified Case Number
1	ALSTON HUNT FLOYD & ING -PRIMARY 1001 Bishop Street Honolulu, HI 96813	3686	11/08/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$6,249.00 General Unsecured	Residential Capital, LLC	12-12020	GMAC Mortgage, LLC	12-12032
2	BASS & MOGLOWSKY SC - PRIMARY 501 West Northshore Drive Suite 300 MILWAUKEE, WI 53217	529	09/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,160.26 General Unsecured	Residential Funding Company, LLC	12-12019	GMAC Mortgage, LLC	12-12032
3	IPC Information Systems Inc Harborside Financial Center 3 Second Street Plaza 10, 15th Floor Jersey City, NJ 07311	921	10/02/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,731.05 General Unsecured	Residential Capital, LLC	12-12020	GMAC Mortgage, LLC	12-12032
4	JACKSON BOGHOS SEARCH GROUP CORP 370 CENTER POINTE CIRCLE STE 1102 ALTAMONTE SPRINGS, FL 32701	3598	11/08/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$20,000.00 General Unsecured	Residential Capital, LLC	12-12020	GMAC Mortgage, LLC	12-12032
5	RICHARDS LAYTON & FINGER PA ATTN MARISA A. TERRANOVA, ESQ. ONE RODNEY SQUARE 920 NORTH KING STREET WILMINGTON, DE 19801	4318	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,019.50 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029	Residential Funding Company, LLC	12-12019
6	States Recovery Systems Inc. PO Box 2860 Rancho Cordova, CA 95741	289	07/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,300.00 General Unsecured	Residential Capital, LLC	12-12020	GMAC Mortgage, LLC	12-12032
7	Tannor Partners Credit Fund, LP 150 Grand Street, Suite 401 White Plains, NY 10601	1326	10/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$13,826.86 General Unsecured	Residential Capital, LLC	12-12020	GMAC Mortgage, LLC	12-12032

Exhibit D

Redesignate, Reduce and Allow Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SEVENTH OMNIBUS OBJECTION - MODIFY - REDESIGNATE, REDUCE AND ALLOW CLAIMS (NON-BORROWER CLAIMS)

		Claim			Asserted Debtor	Asserted Case			Modified	Modified Case	
	Name of Claimant	Number	Date Filed	Claim Amount	Name	Number		Modified Claim Amount	Debtor Name	Number	Reason for Modification
1	BETTS PATTERSON AND MINES PS 701 PIKE ST ONE CONVENTION PL STE 1400 SEATTLE, WA 98101	4060	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$5,760.54 General Unsecured	Homecomin gs Financial, LLC	12-12042		\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,060.54 General Unsecured	GMAC Mortgage, LLC	12-12032	Reduced claim due to different balances in the claim versus in books and records and invoices paid. Claim asserted against the wrong debtor entity.
2	IPC SYSTEMS INC PO BOX 35634 NEWARK, NJ 07193-5634	922	10/02/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,661.88 General Unsecured	Residential Capital, LLC	12-12020		\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,114.76 General Unsecured	GMAC Mortgage, LLC	12-12032	Reduced claim due to post-petiton amounts paid in ordinary course of business. Claim asserted against the wrong debtor entity.